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**AMENDMENT AND EXTENSION TO OIL AND GAS LEASE**

**STATE OF TEXAS                    §**  
**§**        **KNOW ALL MEN BY THESE PRESENTS:**  
**COUNTY OF TARRANT        §**

WHEREAS, on the 27<sup>th</sup> day of June, 2007, a Paid Up Oil and Gas Lease was entered into by and between **John Hutchinson and Margaret Hutchinson, Husband and Wife**, whose address is listed as 4714 Briarhaven Rd, Fort Worth, Texas 76109, As Lessor (whether one or more), and **BOTERRA RESOURCES, LLC**, whose address is P.O. BOX 8462 Edmond, Oklahoma 73083-8462, as Lessee; said Oil and Gas Lease is evidenced by a Memorandum of Paid Up Oil and Gas Lease which is recorded in the Official Public Records of Tarrant County, Texas as **D207253428**; and;

WHEREAS, Boterra Resources, LLC, assigned all of its right, title and interest in and to the described lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

The Lease states that the land covered thereby (the "leased premises") is described as follows:

**Lot 11, Block A of Westchester Park Addition, an Addition to the City of Arlington, Tarrant County, Texas. According to the Plat Recorded in Volume 388-109, Page 65, Plat Records, Tarrant County, Texas. Said lot 11 containing 0.184 acres of land more or less.**  
*A subdivision of Tarrant County, State of Texas, also known as: 2733 St George Pl; Arlington, TX 76016*

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

Amend the primary term as follows:

"The primary term shall extend to June 27, 2011, and for as long thereafter as oil, gas, or other substances covered hereby are produced in paying quantities from the leased premises, or from lands pooled therewith, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

And add the following clause:

"Wherever reference is made to a 22.5% royalty herein, said royalty shall hereby be amended to read 25% royalty".

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor(s):

By:

  
**John R. Hutchinson**

By:

  
**Margaret L. Hutchinson**

Lessee(s):

**CHESAPEAKE EXPLORATION, L.L.C.**

By: \_\_\_\_\_

Henry J. Hood, Sr. Vice President  
Land and Legal & General Counsel

**TOTAL E&P USA, INC.,** a Delaware corporation

By: \_\_\_\_\_

Eric Bonnin, Vice President  
Business Development and Strategy

#### ACKNOWLEDGMENT

STATE OF TEXAS

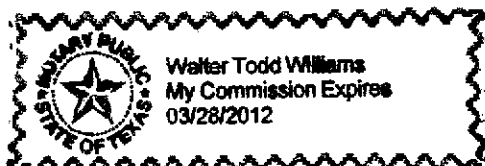
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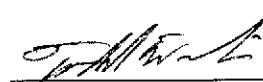
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COUNTY OF TARRANT

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This foregoing instrument was acknowledged before me on the 17 day of JUNE 2010, by John R. and Margaret L. Hutchinson.



  
\_\_\_\_\_  
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

The foregoing instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2010, by **Henry S. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

\_\_\_\_\_  
Notary Public in and for The State of \_\_\_\_\_

STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2010, by **Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

\_\_\_\_\_  
Notary Public in and for The State of \_\_\_\_\_